FORM PTO-1595		E 10 1000	U.S. DEPARTMENT OF COMMERC	
(Rev. 6-93)	RECORD/	5-10-1999	Patent and Trademark Office	
Our Ref.: 21730-02-0040	)	01020607		
To the Commissioner of Please record the attached	Patents and Trademarks: d original documents or copy thereof.	01032627	ATTN: BOX ASSIGNMEN	
1. Name of conveying pa	arty(ies):EL-GE Potato Chip Company, Inc. A Delaware corporation  O P  conveying party(ies) attached  A Delaware corporation  A Delaware corporation  A Delaware corporation  A Delaware corporation  A Delaware corporation	[c] 1120 Zinn Quarry Ro	receiving party(ies): erporation rporation	
3. Nature of conveyance:			City: York State: PA Zip: 17404  Domestic Representative designation attached? Yes No	
Assignment X Merger Security Agreement Change of Name Other		_	Additional name(s) & address(es) attached?	
Effective Date: August	22, 1994 Execution Date: August 22, 199	4		
4. Application number(s)	) or trademark number(s):			
A. Trademark Application No.(s)		B. Trademark Registrati	B. Trademark Registration No.(s)	
		1,453,346 1,598,833	686,975 1,479,787	
Additional numbers att	tached: Yes X No			
5. Name and address of party to whom correspondence concerning document should be mailed:		6. Total number of applic	6. Total number of applications and trademarks involved: 4	
Name:.A. J. Zottola, Esq.			7. Total fee (37 C.F.R §3.41): \$115.00 X Enclosed	
Internal Address:	Morgan, Lewis & Bockius LLP Attn: TMSU	Authorized to be c	harged to deposit account 13-4520 cy or credit over payment to Deposit	
Street Address: City: Washington	1800 M Street, N.W. State: DC Zip: 20036	8. Deposit account number Attach duplicate of page	ber: 13-4520 ge if paying by deposit account	
9. Statement and Signatur	re		-	
To the best of moriginal docume	ny knowledge and belief, the foregoing informant.	mation is true and correct and a	any attached copy is a true copy of the	

Signature

05/07/1999 JSHABAZZ 00000071 1453346

Name of Person Signing

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Total number of pages including cover sheet, attachments and documents: 5

FC:481 FC:482

A. J. Zottola

40.00 OP 75.00 OP

# State of Delaware



# Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EL-GE POTATO CHIP COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "NEW EL-GE CORPORATION" UNDER THE NAME OF "NEW EL-GE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF AUGUST, A.D. 1994, AT 4:30 O'CLOCK P.M.

CAMARIE OF THE PROPERTY OF THE

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9542661

DATE: 01-26-99

FILED 04:30 PM 08/22/1994 944157505 - 2255995

E SCALE

### CERTIFICATE OF OWNERSHIP AND MERGER

#### MERGING

## EL-GE POTATO CHIP COMPANY, INC.

#### WITH AND INTO

#### **NEW EL-GE CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

New El-Ge Corporation, a Delaware corporation (the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on February 28, 1991, under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of El-Ge Potato Chip Company, Inc., a corporation incorporated on May 19, 1992 under the laws of the State of Delaware ("<u>El-Ge</u>").

THIRD: The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of its Board of Directors, as of August 22, 1994, determined to merge El-Ge with and into the Corporation:

RESOLVED, that the Corporation merge El-Ge Potato Chip Company, Inc., a Delaware corporation ("El-Ge"), with and into the Corporation (the "Merger");

RESOLVED, that the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law of the State of Delaware;

RESOLVED, that, at the Effective Time, the separate existence of El-Ge shall cease, El-Ge shall be merged with and into the Corporation, which shall be the

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surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the rights, privileges, powers and franchises, public and private, of both the Corporation and El-Ge and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both the Corporation and El-Ge;

RESOLVED, that the Certificate of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$.01 per share, of El-Ge which is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$.01 per share, of the Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

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IN WITNESS WHEREOF, the Corporation has estuad this Certificate of Ownership and Marger to be signed by John S. Wilchs, its Chairman of the Board and Chief Exacutive Officer, and attested by Stophon B. Nett, its Assistant Secretary, as of this twenty-ascord day of August, 1994.

NEW EL-GE CORPORATION

John Wile

Chieran of the Board and Chief Brasutive Officer

ATTEST:

Stephen B. Net Assistant Secretary

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